

## **Declaration of conformity of the Executive Board and the Supervisory Board of JENOPTIK AG for fiscal year 2006.**

At its December 2006 meeting, the JENOPTIK AG Supervisory Board adopted the following declaration of conformity pursuant to § 161 of the German Stock Corporation Act.

The JENOPTIK AG executive and supervisory boards support the recommendations of the German Corporate Governance Code in the version dated June 12, 2006, and state that pursuant to § 161 German Corporate Stock Act:

- I. The recommendations of the German Corporate Governance Code ("DCGK) in the version dated June 12, 2006 will be followed with the following exceptions:
  1. The reports and documents required by law for the Annual General Meeting will regularly be provided from the time the Annual General Meeting has been duly convened and will be send to the shareholders upon request. The documents will be published on the company's internet site together with the agenda provided that this does not conflict with the legitimate interests of the company, its shareholders or third parties (Point 2.3.1 DCGK).
  2. A deductible for D&O insurance shall be waived (Point 3.8 Paragraph 2 DCGK).
  3. The personnel committee of the supervisory board, responsible for executive board contracts, shall consult the plenary of the supervisory board in regard to the board's remuneration scheme if the plenary wishes this or when the committee deems it necessary for a specific reason (Point 4.2.2 Paragraph 1 DCGK).
  4. The internet publication of a list of holdings, as recommended in Point 7.1.4. in connection with Point 6.8 DCGK, shall be provided without the inclusion of results for the last fiscal year. Reference shall instead be made to the segment reporting included in the consolidated financial statements.
- II. Since the last declaration of conformity dated December 2005 the recommendations of the German Corporate Governance Code ("DCGK) in the version dated June 2, 2005 ("Code 2005") have been followed with the exceptions stated above in section I as well as the following exceptions:
  1. The total amount of the fixed and variable remunerations of the executive board members were published. The figures were not individualized (Point 4.2.4 Code 2005).
  2. The Executive Board published the consolidated financial statements and group management report for the fiscal year 2005 within the first 120 days of the fiscal year (Point 7.1.2 Code 2005).

The executive and supervisory boards regard the recommendations of the German Corporate Governance Code as a guideline for exemplary entrepreneurial activity. In business live, however, there will be situations in which these stipulations prove to be too inflexible or unnecessarily restrict well-established business practice. In such cases there may be deviations from the recommendations of the code, contrary to the current annual

declaration pursuant to § 161 AktG, which will be published in the next declaration pursuant to § 161 AktG at the latest.